

0100605001

DONELAN, CLEARY, WOOD & MASER, P.C.

RECORDATION NO. 17000-A FILED 1425

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

APR 24 1995 10:20 AM

INTERSTATE COMMERCE COMMISSION
TELECOPIER (202) 371-0900

OFFICE (202) 371-9500

April 24, 1995
Recordation No. 17000-A

Dear Mr. Williams:

On behalf of Union Pacific Railroad Company ("Union Pacific"), I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Termination of Promissory Note and Security Agreement ("Release").

The Party to the enclosed Release is:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

RELEASING PARTY

The said Release is a full release of all right, title and interest of Union Pacific in, to and under that certain Promissory Note No. 2 and Security Agreement ("Security Agreement") dated August 16, 1990 filed and recorded with the Interstate Commerce Commission under Recordation No. 17000 and the Release should be recorded under the next available letter under Recordation No. 17000, which we believe is -A.

The equipment covered by the enclosed Release is all equipment covered by the aforesaid Security Agreement.

A short summary of the Release to appear in the ICC Index is as follows:

"Full Release"

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Allen H. Harrison, Jr.
Attorney for Union Pacific Railroad
Company for the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND

RECEIVED
OFFICE OF THE
SECRETARY
APR 24 9 17 AM '95
LICENSING BRANCH

Counterparts - A. H. Harrison



Interstate Commerce Commission
Washington, D.C. 20423-0001

4-2495

4/24/95

Office Of The Secretary

. Allen H. Harrison, Jr.
. Donelan, Cleary, Wood & Maser, PC
. 1100 New York Avenue, NW, Ste. 750
. Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/24/95 at 9:20AM, and assigned recordation number(s). 17000-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100605001)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

17000-A

17000-A

APR 24 1995 11:00 AM

TERMINATION OF PROMISSORY NOTE AND SECURITY AGREEMENT

THIS TERMINATION OF PROMISSORY NOTE NO. 2 AND SECURITY AGREEMENT ("Termination") is made as of April 19, 1995 by UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the "Secured Party") for the benefit of HELM-PACIFIC LEASING, a Nebraska joint venture (the "Debtor").

1. **Recital.** Debtor owned the two hundred one (201) jumbo covered hopper railcars bearing the Association of American Railroad Designation Numbers TNM 1000-1061 and TNM 1211-1349 (the "Units"). Debtor has granted a security interest in the Units to the Secured Party upon the terms and conditions in that certain Promissory Note No. 2 and the Security Agreement dated as of August 16, 1990 between the Secured Party and Debtor (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 17000 on September 11, 1990 at 11:15 AM.

Debtor has no further obligation to Secured Party and desires to terminate any lien or security interest of the Secured Party.

2. **Termination of Security Interest.** The Secured Party's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Secured Party's right, title and interest in and to the Units shall and has become null and void.

IN WITNESS THEREOF, the Secured Party, pursuant to due corporate authority, has executed this Termination of Promissory Note and Security Agreement on the date indicated below its signature.

UNION PACIFIC RAILROAD COMPANY

By: James V Doley
Title: Vice President - Law
Date: 4-20-95

STATE OF NEBRASKA

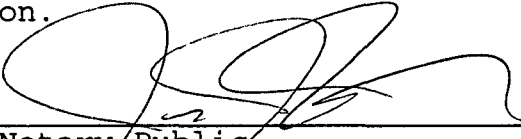
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COUNTY OF DOUGLAS

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On this 20 day of April, 1995, before me, personally appeared James V. Dolan to me personally know, who being by me duly sworn, says that he is a Vice President-Law of **UNION PACIFIC RAILROAD COMPANY**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

My Commission Expires:

